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(3)

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

19424

May 16, 1995

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of February 9, 1995 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

Lessee: Santee Cooper  
One Riverwood Drive  
Moncks corner, SC 29461-2901

The equipment involved in this transaction is as follows:

Equipment: One hundred (100) open top hopper railcars (See Exhibit A attached for reporting mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

  
Nathalie Fern  
Administrative Assistant

/nh

Enclosures (2)

65, 11/13/95 11:11



Interstate Commerce Commission  
Washington, D.C. 20423-0001

5/17/95

Office Of The Secretary

Nathalie Hern  
Administrative Assistant  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA., 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/17/95<sup>at</sup> 2:40PM, and assigned recordation number(s). 19424, 19425, 16168-ZZZ, 18438-A and 18872-A.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100629053)

\$ 105.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19424

RFP 05-11292 RAILCAR LEASE

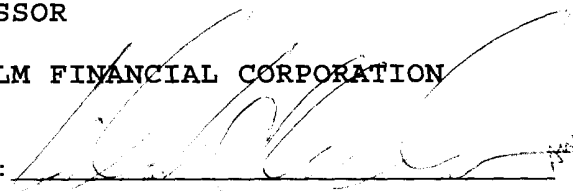
MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of February 9, 1995 is intended to evidence the Lease of Railroad Equipment, dated as of February 9, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and SANTEE COOPER, a South Carolina corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the one hundred (100) open top coal hopper railcars, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Title: President

Date: April 6, 1995

LESSEE

SANTEE COOPER

By: 

Title: Procurement Manager

Date: 3-17-95

# EXHIBIT A

To the Memorandum of Lease of Railroad Equipment dated as of February 9, 1995 between Helm Financial Corporation and Santee Cooper.

## Equipment Description:

One hundred (100), 3400-3600 cubic foot, 100-ton capacity, roller bearing, three-pocket, steel, open top coal hopper railcars

## Goup A Units:

Reporting Mark		Number	Reporting Mark		Number	Reporting Mark		Number
1	HLMX	1600	29	HLMX	87770	57	HMJX	17154
2	HLMX	16301	30	HLMX	87778	58	HMJX	17156
3	HLMX	16303	31	HLMX	87779	59	HMJX	17168
4	HLMX	16307	32	HLMX	87781	60	HMJX	17171
5	HLMX	16308	33	HLMX	87790	61	HMJX	17172
6	HLMX	16310	34	HLMX	540530	62	HMJX	17173
7	HLMX	16321	35	HLMX	540668	63	HMJX	17175
8	HLMX	16328	36	HMJX	17100	64	HMJX	17179
9	HLMX	16335	37	HMJX	17105	65	HMJX	17181
10	HLMX	16337	38	HMJX	17107	66	HMJX	17188
11	HLMX	16338	39	HMJX	17110	67	HMJX	17189
12	HLMX	87605	40	HMJX	17114	68	HMJX	17193
13	HLMX	87615	41	HMJX	17115	69	HLMX	33005
14	HLMX	87626	42	HMJX	17117	70	HLMX	33006
15	HLMX	87628	43	HMJX	17122	71	HLMX	33007
16	HLMX	87652	44	HMJX	17123	72	HLMX	33008
17	HLMX	87662	45	HMJX	17124	73	HLMX	33011
18	HLMX	87676	46	HMJX	17126	74	HLMX	33030
19	HLMX	87678	47	HMJX	17130	75	HLMX	33034
20	HLMX	87684	48	HMJX	17134	76	HLMX	33036
21	HLMX	87687	49	HMJX	17135	77	HLMX	33038
22	HLMX	87703	50	HMJX	17136	78	HLMX	33040
23	HLMX	87706	51	HMJX	17140	79	HLMX	33048
24	HLMX	87730	52	HMJX	17144	80	HLMX	33053
25	HLMX	87734	53	HMJX	17145	81	HLMX	33057
26	HLMX	87735	54	HMJX	17147	82	HLMX	33061
27	HLMX	87756	55	HMJX	17150	83	HLMX	33062
28	HLMX	87758	56	HMJX	17151			

## Group B Units:

Reporting Mark		Number	Reporting Mark		Number	Reporting Mark		Number
1	HMJX	87000	7	HMJX	87124	13	HMJX	87266
2	HMJX	87002	8	HMJX	87135	14	HMJX	87292
3	HMJX	87057	9	HMJX	87177	15	HMJX	87343
4	HMJX	87088	10	HMJX	87222	16	HMJX	87465
5	HMJX	87090	11	HMJX	87244	17	HMJX	87469
6	HMJX	87107	12	HMJX	87260			

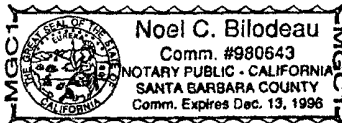
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On April 6, 1995, before me, Noel C. Bilodeau  
 personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION,**

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Noel C. Bilodeau  
 SIGNATURE OF THE NOTARY

STATE OF SOUTH CAROLINA )

) S

COUNTY OF BERKELEY )

On this 17<sup>th</sup> day of March, 1995, before me personally appeared W. S. Wright, to me personally known, who, being by me duly sworn, says that he is Procurement Manager of SANTEE COOPER, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Luth K. Belk  
 Notary Public

My Commission Expires: 9-21-97

[Notarial Seal]